

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	§	Chapter 11
	§	
COMPUTE NORTH HOLDINGS, INC.,	§	Case No. 22-90273 (MI)
<i>et al.</i> ,	§	
	§	(Jointly Administered)
Debtors. <sup>1</sup>	§	

**AGREED MOTION TO SUBSTITUTE COUNSEL**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsbs.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Marathon Digital Holdings, Inc. (“**Marathon**”) moves to substitute Weil, Gotshal & Manges LLP (Alfredo R. Pérez, Gary Holtzer, Jessica Liou, and Alexander P. Cohen) as its counsel in these chapter 11 cases and, in support thereof, would respectfully show the Court as follows:

1. Alfredo R. Pérez, Gary Holtzer, Jessica Liou, and Alexander P. Cohen, each of Weil, Gotshal & Manges LLP, wish to appear as counsel to Marathon in these chapter 11 cases, in place of Gregory D. Ellis and G. Frank Nason, IV, both of Lamberth, Cifelli, Ellis & Nason, P.A.
2. The names and addresses of Alfredo R. Pérez, Gary Holtzer, Jessica Liou, and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Compute North Holdings, Inc. (4534); Compute North LLC (7185); CN Corpus Christi LLC (5551); CN Atoka LLC (4384); CN Big Spring LLC (4397); CN Colorado Bend LLC (4610); CN Developments LLC (2570); CN Equipment LLC (6885); CN King Mountain LLC (7190); CN Minden LLC (3722); CN Mining LLC (5223); CN Pledgor LLC (9871); Compute North Member LLC (8639); Compute North NC08 LLC (8069); Compute North NY09 LLC (5453); Compute North SD, LLC (1501); Compute North Texas LLC (1883); Compute North TX06 LLC (5921); and Compute North TX10 LLC (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 7575 Corporate Way, Eden Prairie, Minnesota 55344.

Alexander P. Cohen are as follows:

**WEIL, GOTSHAL & MANGES LLP**

Alfredo R. Pérez (15776275)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511  
Email: Alfredo.Perez@weil.com

**WEIL, GOTSHAL & MANGES LLP**

Gary Holtzer (*pro hac vice* pending)  
Jessica Liou (*pro hac vice* pending)  
Alexander P. Cohen (*pro hac vice* pending)  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Emails: Gary.Holtzer@weil.com  
Jessica.Liou@weil.com  
Alexander.Cohen@weil.com

3. Marathon requests that the Court enter an order substituting Weil, Gotshal & Manges LLP as counsel, with Alfredo R. Pérez, of Weil, Gotshal & Manges LLP, 700 Louisiana Street, Suite 1600, Houston, Texas 77002; (713) 546-5000 (telephone); (713) 224-9511 (facsimile); State Bar No. 15776275, as its attorney-in-charge in these chapter 11 cases.

4. Marathon further requests that the Court permit Gregory D. Ellis and G. Frank Nason, IV, both of Lamberth, Cifelli, Ellis & Nason, P.A. 6000 Lake Forrest Drive, N.W., Ste. 435 Atlanta, GA 30328; 404-495-4485 (telephone) to withdraw as Marathon's counsel in this matter.

5. Marathon approves of this substitution.

6. This substitution is not sought for the purposes of delay.

7. Accordingly, Marathon requests that the relief requested in this Motion be approved.

Dated: October 21, 2022  
Houston, Texas

Respectfully submitted,

By: /s/ Alfredo R. Pérez  
**WEIL, GOTSHAL & MANGES LLP**  
Alfredo R. Pérez  
State Bar No. 15776275  
700 Louisiana Street, Suite 1600  
Houston, Texas 77002  
Telephone: (713) 546-5000  
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-and-

**WEIL, GOTSHAL & MANGES LLP**  
Gary T. Holtzer (*pro hac vice* pending)  
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Alexander P. Cohen (*pro hac vice* pending)  
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By: /s/ Gregory D. Ellis  
**LAMBERTH, CIFELLI, ELLIS  
& NASON, P.A.**  
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**CERTIFICATE OF SERVICE**

I hereby certify that on October 21, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Alfredo R. Pérez*

Alfredo R. Pérez